Corrigendum to the Public Announcement to the Equity Shareholders of Hindustan Dorr-Oliver Limited

Registered Office: Dorr-Oliver House, Chakala, Andheri (East), Mumbai – 400 099.

This is a corrigendum to the Original Public Announcement ("PA") that appeared in this newspaper on Monday, May 2, 2005 issued by **UTI SECURITIES LIMITED**, the Manager to the Offer, on behalf of **IVRCL INFRASTRUCTURES & PROJECTS LIMITED** (hereinafter referred to as '**Acquirer**' or '**IVRCL**') pursuant to Regulations 10 & 12 in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereto [SEBI (SAST) Regulations].

The Shareholders of the Target Company are requested to note the following amendments with respect to the PA:

BACKGROUND OF THE OFFER

The payments terms mentioned in PA under this paragraph have been amended as under:

a) **Original Share Purchase Agreement ("the Agreement" or "SPA") and payment terms :**

(i) IVRCL Infrastructures & Projects Limited ('**Acquirer**') pursuant to its Board's approval at the meeting held on April 27, 2005 entered into a Share Purchase Agreement dated April 27,2005 with Jumbo World Holdings Limited and Firestorm Finance and Trading Pvt. Limited, **("the Sellers" or "Jumbo Group")**, the majority shareholder of Hindustan Dorr-Oliver Limited **("the Target Company" or "HDO")**, to acquire upto 29,61,338 fully paid up equity shares of Rs.10/- each representing 70% of paid up equity capital of HDO at an aggregate value of Rs 43,11,70,813/- (Rupees Forty Three Crore Eleven Lacs Seventy Thousand Eight Hundred Thirteen Only) **("Consideration")** working out to Rs. 145.60 (Rupees One Hundred Forty Five and Paise Sixty only) per share payable in cash.

(ii) In addition to this, the Acquirer would pay a sum of Rs. 10,77,92,703/- (Rupees Ten Crore Seventy Seven Lacs Ninety Two Thousand Seven Hundred Three Only) to the sellers towards a 5-year world-wide non-compete undertaking by the sellers, which works out to 25% of the consideration for the shares.

b) **Addendum to SPA and Revised Payment terms :**

(i) The Acquirer and sellers have amended the payment terms referred in the original SPA vide Addendum to SPA dated July 22, 2005. According to the Addendum to SPA, the Acquirer will acquire upto 29,61,338 fully paid up equity shares of Rs.10/- each representing 70% of paid up equity capital of HDO at an aggregate value of Rs 53,89,63,516/- (Rupees Fifty Three Crore Eighty Nine Lacs Sixty Three Thousand Five Hundred Sixteen Only) **("Revised Consideration")** working out to Rs. 182/- (Rupees One Hundred Eighty Two only) per share ("the **Negotiated Price**") payable in cash (the '**Acquisition**').

(ii) According to Addendum to SPA, no non-compete fee is payable by the Acquirer to sellers.

(iii) The original SPA has been amended vide addendum to SPA to meet with the continuous listing requirement as per BSE letter no. list/psr/sdm/2005 dated July 8, 2005.

(iv) All the other terms of original SPA remains the same.

UPWARD REVISION OF OFFER PRICE

As per the changes in terms of payment referred above, the offer price has been revised upward from Rs.145.60 to Rs.182/- per fully paid-up equity share for all the shareholders eligible to participate in the offer and accepting theoffer.

FINANCIAL ARRANGEMENTS

The total fund requirement for the acquisition of 7,95,625 equity shares (18.81% of the paid up equity capital of HDO), being existing Public shareholding of the Company, at Rs 182/- per share is Rs. 14,48,03,750/- (Rupees Fourteen Crore Forty Eight Lacs Three Thousand Seven Hundred and Fifty only).

In accordance with Regulation 28 of the SEBI (SAST) Regulations, Acquirer has increased the amount in Escrow Account in the form of a Bank Guarantees, issued by Tamilnad Mercantile Bank, Siddiambar Bazaar, Hyderabad valid till December 1, 2005, in favour of UTI Securities Limited - the Manager to the Offer, for an amount of Rs. 3,62,01,000/- (Rupees Three Crore Sixty Two Lacs One Thousand only), being in excess of 25% of the total consideration.

Further, Acquirer has also increased value of a cash deposit to Rs. 14,50,000/- (Rupees Fourteen Lacs Fifty Thousand only) being in excess of 1% of the maximum purchase consideration payable under this Offer, with Tamilnad Mercantile Bank. UTI Securities Limited, the Manager to the Offer has been empowered to realise the value of the Escrow in terms of the SEBI (SAST) Regulations, by marking lien on the deposit in favour of the Manager to the Offer.

PARA 7 OF THE PA DATED MAY 2, 2005, "DELISTING OPTION TO THE ACQUIRER IN TERMS OF REGULATION 21(3)" SHALL BE READ AS UNDER:

As per its letter no. list/psr/sdm/2005 dated July 8, 2005, BSE has clarified that Hindustan Dorr-Oliver Limited will be required to maintain atleast 28.41% Non-promoter holding to meet with continuous listing requirement. Accordingly, if Pursuant to the completion of the offer the total shareholding of the acquirer exceeds 30,28,603 equity shares i.e. 71.59% of paid up capital, IVRCL will acquire only such number of shares from the sellers through SPA which will maintain atleast 28.41% (i.e. 12,01,881 equity shares) Non-promoter shareholding after the offer in HDO.

BACKGROUND OF HINDUSTAN DORR-OLIVER LIMITED ("THE TARGET COMPANY" / "HDO")

There has been following changes in Board of Directors of HDO since the date of PA :

Name	Date of appointment	Date of cessation	Reason for Change
Mr. H N Nanani, Director	16.03.2002	29.06.2005	Resigned
Mr. Suresh Dadlani, Managing Director	22.06.2000	21.06.2005	Completed term of 5 years and not reappointed

Financial information of HDO for the year ended March 31, 2005: Total Income was Rs. 8648.63 Lacs; Profit after tax was Rs. 111.67 Lacs; Return on Net Worth was 3.22%; Book Value per Share was Rs. 82.09 and Earning per share was Rs. 2.64. As on March 31, 2005 the Paid-up Equity Capital was Rs. 423.05 Lacs and the Networth (excl. Revaluation Reserve) was Rs. 3472.66 Lacs.

BACKGROUND OF IVRCL INFRSTRUCTURES & PROJECTS LIMITED ("ACQUIRER" / "IVRCL")

Financial information of IVRCL for the year ended March 31, 2005: Total Income was Rs. 105714 Lacs; Profit after tax was Rs. 5671 Lacs; Return on Net Worth was 14.17%; Book Value per Share was Rs. 235.68 and Earning per share was Rs. 33.27. As on March 31, 2005 the Paid-up Equity Capital was Rs. 1698 Lacs and the Networth (excl. Revaluation Reserve) was Rs. 40018 Lacs.

ORIGINAL & REVISED ACTIVITY SCHEDULE

Activity	Original Schedule	Revised Schedule
Date of Public Announcement	May 2, 2005, Monday	May 2, 2005, Monday
Specified Date	May 27, 2005, Friday	May 27, 2005, Friday
Last date for a competitive bid, if any	May 23, 2005, Monday	May 23, 2005, Monday
Date by which Letter of Offer will be posted to shareholders	June 6, 2005, Monday	July 29, 2005, Friday
Date of opening of the Offer	June 22, 2005, Wednesday	August 3, 2005, Wednesday
Last date for Revising the Offer Price / Number of Shares	June 30, 2005, Friday	August 9, 2005, Tuesday
Last date for Withdrawing acceptances tendered by shareholders	July 6, 2005, Wednesday	August 16, 2005, Tuesday
Date of closing of the Offer	July 11, 2005, Monday	August 22, 2005, Monday
Date of communicating acceptance/ rejection and payment of consideration for accepted shares / dispatch of the share certificate in case of rejection.	July 25, 2005, Monday	September 5, 2005, Monday

All other terms and conditions of the offer remain unchanged. The Acquirer accepts full responsibility for the information contained in this Public Announcement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This announcement should be read in conjunction with the PA. The terms not defined herein will have the same meaning as defined in PA.

This Announcement will also be available on SEBI's website at www.sebi.gov.in

Issued by : Manager to the Offer

UTI Securities
we make Investing easier

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On behalf of the Acquirer

IVRCL

IVRCL INFRASTRUCTURES & PROJECTS LIMITED
M-22/3 RT, Vijayanagar Colony,
Hyderabad-500 057.

Place : Hyderabad

Date : July 28, 2005.

Size: 37x12.2 sq. cm